

Northwest Bancshares, Inc.  
Form 4  
April 24, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HUBER TIMOTHY A**

(Last) (First) (Middle)  
**100 LIBERTY STREET**  
  
(Street)

**WARREN, PA 16365**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Northwest Bancshares, Inc. [NWBI]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/23/2014**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Exec. V.P., Chief Lending Off.**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Northwest Bancshares, Inc.	04/23/2014	04/23/2014	X	11,475 A	\$ 11.33	275,451.193	D
Northwest Bancshares, Inc.	04/23/2014	04/23/2014	X	10,125 A	\$ 11.51	285,576.193	D
Northwest Bancshares, Inc.	04/23/2014	04/23/2014	X	10,125 A	\$ 11.12	295,701.193	D
Northwest Bancshares,	04/23/2014	04/23/2014	S	31,725 D	\$ 14.6871	263,976.193	D

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Inc.						<u>(1)</u>			
Northwest Bancshares, Inc.	04/23/2014	04/23/2014	X	10,125	A	\$ 10.19	274,101.193	D	
Northwest Bancshares, Inc.	04/23/2014	04/23/2014	X	10,125	A	\$ 9.86	284,226.193	D	
Northwest Bancshares, Inc.	04/23/2014	04/23/2014	X	122	A	\$ 9.79	284,348.193	D	
Northwest Bancshares, Inc.	04/23/2014	04/23/2014	X	1,447	A	\$ 7.48	285,795.193	D	
Northwest Bancshares, Inc.							22,695.906 <u>(3)</u>	I	IRA
Northwest Bancshares, Inc.							7,649.097 <u>(4)</u>	I	Wife's IRA
Northwest Bancshares, Inc.							60,621.167 <u>(5)</u>	I	401-K
Northwest Bancshares, Inc.							28,318.2537 <u>(6)</u>	I	ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

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Option Plan (Right to Buy)	\$ 11.33	04/23/2014	04/23/2014	X	11,475	12/15/2004	12/15/2014	Northwest Bancshares, Inc.	11,475
Option Plan (Right to Buy)	\$ 10.19	04/23/2014	04/23/2014	X	10,125	01/19/2006	01/19/2015	Northwest Bancshares, Inc.	10,125
Option Plan (Right to Buy)	\$ 9.86	04/23/2014	04/23/2014	X	10,125	01/18/2007	01/18/2016	Northwest Bancshares, Inc.	10,125
Option Plan (Right to Buy)	\$ 11.51	04/23/2014	04/23/2014	X	10,125	01/17/2008	01/17/2017	Northwest Bancshares, Inc.	10,125
Option Plan (Right to Buy)	\$ 11.12	04/23/2014	04/23/2014	X	10,125	01/16/2009	01/16/2018	Northwest Bancshares, Inc.	10,125
Option Plan (Right to Buy)	\$ 9.79	04/23/2014	04/23/2014	X	122	11/19/2009	11/19/2018	Northwest Bancshares, Inc.	10,125
Option Plan (Right to Buy)	\$ 7.48	04/23/2014	04/23/2014	X	1,447	02/18/2010	02/18/2019	Northwest Bancshares, Inc.	10,125
Option Plan (Right to Buy)	\$ 11.49					01/20/2011	01/20/2020	Northwest Bancshares, Inc.	13,000
Option Plan (Right to Buy)	\$ 12.12					01/19/2012	01/19/2021	Northwest Bancshares, Inc.	13,000
Option Plan (Right to Buy)	\$ 12.32					05/18/2011	05/18/2021	Northwest Bancshares, Inc.	52,000
Option Plan (Right to Buy)	\$ 11.7					05/23/2012	05/23/2022	Northwest Bancshares, Inc.	12,480
	\$ 12.44					05/15/2014	05/15/2023		12,480

Option  
Plan  
(Right to  
Buy)

Northwest  
Bancshares,  
Inc.

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUBER TIMOTHY A 100 LIBERTY STREET WARREN, PA 16365			Exec. V.P., Chief Lending Off.	

## Signatures

Timothy A.  
Huber

04/24/2014

    Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Average price of 45 lots with a high of \$14.775 and a low of \$14.58.
- (2) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (3) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (4) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (5) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (6) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

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